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February 23, 1999

Janice Fort
Surface Transportation Board
Recordation Office
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Suite 70
Washington D.C. 20423

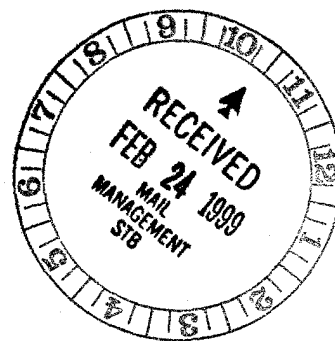
RECORDATION NO.

22038

FILED

FEB 24 '99

10-30AM



Dear Janice,

Enclosed is an original plus 2 copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Continental Grain Company dated 1/20/99.

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention using First class mail.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

Surface Transportation Board
Washington, D.C. 20423-0001

February 24, 1999

Rebecca Heisler
Administrator
LEXIS Document Services
801 Adlai Stevenson Drive
Springfield IL 62703-4261

Dear Ms. Heisler:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and
and 49 CFR 1177.3 (c), on February 24, 1999 at 10:30 AM, and assigned
recording number(s) 22038.

Sincerely Yours,

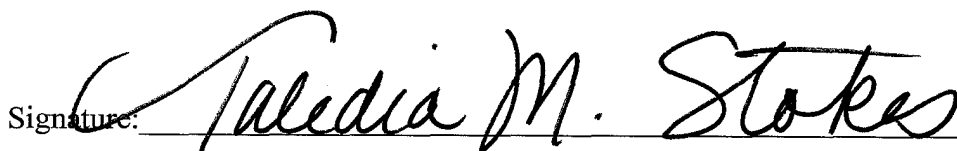


Vernon A. Williams
Secretary

Enclosure(s)

\$ 26.00 The amount indicated at the left has been received in payment of a fee
in connection with a document filed on the date shown. This receipt is issued for the amount
paid. In the event of an error or any questions concerning this fee, you will receive a
notification after the Surface Transportation Board has an opportunity to examine your
document.

Signature: _____



MEMORANDUM OF RAILCAR LEASE FEB 24 '99 10-30AM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20th day of January, 1999 is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Continental Grain Company, a ~~DELANA~~ corporation, with an address at 222 S. Riverside Plaza, Suite 1100, Chicago, Illinois 60606 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:


WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 29, 1998 covering the equipment listed on Rider A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.


NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: 
Name: LAWRENCE E. LITTLEFIELD
Title: VICE PRESIDENT

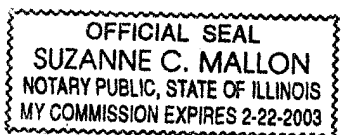
CONTINENTAL GRAIN COMPANY

By: 
Name: JOHN HANEKAMP
Title: A.V.P.

STATE OF IL)
) SS:
COUNTY OF WILL)

On this 9th day of February, 1999, before me personally appears John Hanekamp, to me personally known, who by me duly sworn, says that he/she is the A.V.P. of CONTINENTAL GRAIN COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Suzanne C. Mallon
Notary Public

[SEAL]

My Commission expires: 2-22-2003

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 17th day of February, 1999, before me personally appears Lawrence Kitzfield, to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 0-12345678
Office: New York County
Garfield, New York County
Commission Expires Sept. 3, 1999 2000

RIDER A

CARMARK	NUMBER
CEFX	15410
CEFX	15411
CEFX	15421
CEFX	15422
CEFX	15425
CEFX	15426
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